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21 [Additional counsel identified on signature page in accordance with Local Rule 3-4(a)(1)]

22 Attorneys for Plaintiff Federal Trade Commission

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**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

**FEDERAL TRADE COMMISSION,**

17 Plaintiff,

18 v.

19 **MICROSOFT CORP.**

20 and

21 **ACTIVISION BLIZZARD, INC.,**

22 Defendants.

Case No. 3:23-cv-2880

**PLAINTIFF FEDERAL TRADE  
COMMISSION'S ADMINISTRATIVE  
MOTION TO CONSIDER WHETHER  
ANOTHER PARTY'S MATERIAL  
SHOULD BE SEALED**

1 Pursuant to Civil Local Rules 7-11 and 79-5(f), Plaintiff, the Federal Trade Commission,  
 2 respectfully submits this Administrative Motion to Consider Whether Another Party's Material  
 3 Should be Sealed in connection with Plaintiff's Emergency Motion for a Temporary Restraining  
 4 Order (attached hereto, "Plaintiff's Emergency Motion") and documents filed in support of.

5 Certain portions of Plaintiff's Emergency Motion contain information obtained from  
 6 Defendants' Microsoft Corporation ("Microsoft"), Activision Blizzard, Inc. ("Activision"), and  
 7 NVIDIA Corporation ("Nvidia"), and Sony Interactive Entertainment ("Sony") during the course  
 8 of the FTC's investigation regarding Microsoft's proposed acquisition of Activision. Microsoft,  
 9 Activision, Nvidia, and SIE designated certain of this information as confidential pursuant to  
 10 Section 21 of the FTC Act, 15 U.S.C. § 57b-2. Other portions of Plaintiff's Emergency Motion  
 11 contain information that was obtained during the course of litigation discovery in In the matter of  
 12 Microsoft Corp. and Activision, Blizzard, Inc., before the United States of America Federal  
 13 Trade Commission Office of Administrative Law Judges, Docket No. 9412, and that the  
 14 producing party designated as Confidential pursuant to the Protective Order Governing  
 15 Confidential Material entered on December 9, 2022 ("Administrative Protective Order").

16 Accordingly, Plaintiff seeks to file under seal:

Document	Portions to Be Filed Under Seal	Designating Party
Plaintiff's Emergency Motion	Page i, Portions of Lines 14-15	Microsoft and Activision
Plaintiff's Emergency Motion	Page i, Portions of Lines 17-18	Microsoft and Activision
Plaintiff's Emergency Motion	Page 1, Portions of Line 2	Microsoft and Activision

1	Plaintiff's Emergency Motion	Page 1, Portions of Lines 11-13	Microsoft and Activision
2	Plaintiff's Emergency Motion	Page 3, Portions of Lines 15-16	Microsoft and Activision
3	Plaintiff's Emergency Motion	Page 3, Portion of Line 27, Page 4, Portion of line 1	Microsoft and Activision
4	Plaintiff's Emergency Motion	Page 6, Portions of Lines 7-23, Page 7, Portions of Lines 1-2	Microsoft and Activision
5	Plaintiff's Emergency Motion	Page 7, Portions of Lines 5-8	Microsoft and Activision
6	Plaintiff's Emergency Motion	Page 8, Portion of Line 24	Microsoft and Activision
7	Plaintiff's Emergency Motion	Page 15, Portions of Lines 6-13	Microsoft
8	Plaintiff's Emergency Motion	Page 16, Portions of Lines 8-10	Microsoft and Activision
9	Plaintiff's Emergency Motion	Page 17, Portions of Lines 2-4, 6-7	Microsoft and Activision
10	Plaintiff's Emergency Motion	Page 17, Portions of Lines 14-19	Microsoft and Activision
11	Plaintiff's Emergency Motion	Page 18, Portions of Lines 4-8, 17, 19-21	Microsoft and Activision
12	Plaintiff's Emergency Motion	Page 18, Portions of Lines 15-16, 22-23	Nvidia

1	Plaintiff's Emergency Motion	Page 18, Portion of Line 27, Page	Microsoft and
2		19, Portion of Line 1	Activision
3	Plaintiff's Emergency Motion	Page 19, Portions of Lines 11-13,	Microsoft and
4		17-19	Activision
5	Plaintiff's Emergency Motion	Page 20, Portions of Lines 4-5, 7-9	Microsoft and
6			Activision
7	Plaintiff's Emergency Motion	Page 20, Portion of Line 9	Sony
8	Plaintiff's Emergency Motion	Page 21, Portions of Lines 24-25,	Microsoft
9		Page 22, Portion of Line 1	
10	Plaintiff's Emergency Motion	Page 22, Portions of Lines 17, 19-	Activision
11		25	
12	Plaintiff's Emergency Motion	Page 23, Portions of Lines 6-11,	Microsoft and
13		14-16	Activision
14	Plaintiff's Emergency Motion	Page 23, Portions of Lines 17-20	Sony
15	Plaintiff's Emergency Motion	Page 23, Portions of Lines 25-27	Microsoft
16	Plaintiff's Emergency Motion	Page 24, Portions of Lines 1-4, 5-	Microsoft and
17		12	Activision
18	Plaintiff's Emergency Motion	Page 24, Portions of Lines 20-23,	Microsoft and
19		26-27	Activision
20	Plaintiff's Emergency Motion	Page 25, Portions of Lines 1-4, 12-	Microsoft and
21		14	Activision
22	Plaintiff's Emergency Motion	Page 25, Portions of Lines 20-26	Microsoft
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28	PLAINTIFF FEDERAL TRADE COMMISSION'S ADMINISTRATIVE MOTION TO CONSIDER WHETHER ANOTHER PARTY'S MATERIAL SHOULD BE SEALED CASE No. 3:23-cv-2880		

1	Plaintiff's Emergency Motion	Page 25, Portion of Line 27, Page	Microsoft
2		26, Portions of Lines 1-5	
3	Plaintiff's Emergency Motion	Page 26, Portion of Lines 12-17	Microsoft
4	Declaration of Jennifer Fleury	Page 1, Portions of Lines 15 and	Nvidia
5	in Support of Plaintiff Federal	16	
6	Trade Commission's		
7	Emergency Motion for a		
8	Temporary Restraining Order		
9	("Fleury Declaration")		
10			
11	Fleury Declaration	Page 1, Portions of Lines 10-12	Microsoft
12	Fleury Declaration	Page 2, Portions of Lines 9-10	Microsoft
13	Fleury Declaration	Page 2, Portions of Lines 17-21	Nvidia
14	Fleury Declaration	Page 2, Portions of Lines 23-27	Activision
15	Fleury Declaration	Page 3, Portions of Lines 2-4, 10-	Sony
16		11	
17	Fleury Declaration	Page 3, Portions of Lines 6-9	Microsoft
18	Fleury Declaration	Page 4, Portion of Line 11	Microsoft
19	Exhibit A	Entire Document	Microsoft
20	Exhibit B	Entire Document	Microsoft
21	Exhibit C:	Entire Document	Microsoft and
22			Activision <sup>1</sup>
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<sup>1</sup> The Lee Report contains non-party confidential information as well. While not all Lee Report quotes reveals information from documents designated by Microsoft, Activision, Nvidia, or Sony (Continued...)

1	Expert Report of Robin S.		
2	Lee, Ph.D. (“Lee Report”)		
3	Exhibit I	Entire Document	Microsoft and Activision
4	Exhibit J	Entire Document	Microsoft
5	Exhibit K	Entire Document	Microsoft
6	Exhibit M	Entire Document	Nvidia
7	Exhibit N	Entire Document	Nvidia
8	Exhibit O	Entire Document	Activision
9	Exhibit P	Entire Document	Activision
10	Exhibit Q	Entire Document	Sony
11	Exhibit R	Entire Document	Microsoft
12	Exhibit S	Entire Document	Microsoft
13	Exhibit T	Entire Document	Sony
14	Exhibit U	Entire Document	Microsoft
15	Exhibit V	Entire Document	Microsoft
16	Exhibit Y	Entire Document	Microsoft
17	Exhibit Z	Entire Document	Microsoft and Activision
18	Exhibit AA	Entire Document	Microsoft
19	Exhibit AB	Entire Document	Microsoft
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26 as confidential, these designated materials are so intertwined with Dr. Lee’s analysis as to make  
 27 redaction by the FTC impracticable.

1	Exhibit AC	Entire Document	Microsoft
2	Exhibit AD	Entire Document	Microsoft

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4 Materials and documents may be provisionally filed under seal pursuant to Civil Local  
 5 Rule 79-5(f) when the document, or portions thereof, "has been designated as confidential by  
 6 another party or non-party." L.R. 79-5(f). Plaintiff has redacted the above-referenced yellow-  
 7 highlighted portions of its Emergency Motion and documents filed in support thereof because  
 8 Microsoft or Activision has designated the information contained therein as confidential pursuant  
 9 to Section 21 of the FTC Act, 15 U.S.C. § 57b-2, and/or as Confidential pursuant to the  
 10 Administrative Proceeding Protective Order. Plaintiff has redacted the above-referenced green-  
 11 highlighted portions of its Emergency Motion and documents filed in support thereof because  
 12 Nvidia has designated information contained therein as confidential pursuant to Section 21 of the  
 13 FTC Act, 15 U.S.C. § 57b-2, and/or as Confidential pursuant to the Administrative Proceeding  
 14 Protective Order. Plaintiffs has redacted the above-referenced blue-highlighted portions of tis  
 15 Emergency Motion and documents filed in support thereof because Sony has designated  
 16 information contained therein as confidential pursuant to Section 21 of the FTC Act, 15 U.S.C. §  
 17 57b-2, and/or as Confidential pursuant to the Administrative Proceeding Protective Order.  
 18 Plaintiff takes no position on the merits of sealing Microsoft's, Activision's, and non-parties'  
 19 designated material.

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22 In compliance with Civil Local Rule 79-5(d), redacted and unredacted versions of  
 23 Plaintiff's Emergency Motion and documents filed in support thereof accompany this  
 24 Administrative Motion. In accordance with Local Rule 7-11, Plaintiff has also filed a Proposed  
 25 Order herewith.

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28 PLAINTIFF FEDERAL TRADE COMMISSION'S ADMINISTRATIVE MOTION TO CONSIDER WHETHER  
 ANOTHER PARTY'S MATERIAL SHOULD BE SEALED  
 CASE No. 3:23-cv-2880

1 Dated: June 12, 2023

Respectfully Submitted,

2 /s/ James H. Weingarten

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4 Peggy Bayer Femenella  
5 James Abell  
6 Cem Akleman  
7 J. Alexander Ansaldo  
8 Michael T. Blevins  
9 Amanda L. Butler  
10 Nicole Callan  
11 Maria Cirincione  
12 Kassandra DiPietro  
13 Jennifer Fleury  
14 Michael A. Franchak  
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28 PLAINTIFF FEDERAL TRADE COMMISSION'S ADMINISTRATIVE MOTION TO CONSIDER WHETHER  
29 ANOTHER PARTY'S MATERIAL SHOULD BE SEALED  
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